

**CERTIFICATE OF FORMATION OF
W. T. BYLER CO., INC.
A CORPORATION**

FILED
In the Office of the
Secretary of State of Texas
DEC 29 2008
Corporations Section

This certificate of formation is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code.

Article I - Entity Name and Type

The name and type of filing entity being formed are: W. T. Byler Co., Inc., a Texas Corporation (hereinafter "Corporation").

Article II - Purpose

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Organizations Code.

Article III - Registered Office and Registered Agent

The initial registered agent is an individual resident of the state whose name is William T. Byler, Jr.. The business address of the initial registered agent and the initial registered office is: 15203 Lillja Road, Houston, Texas 77060-5299.

Article IV – Directors

The sole director constituting the initial board of directors and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
William T. Byler, Jr.	15203 Lillja Road, Houston, Texas 77060-5299

Article V - Authorized Shares

The Corporation is authorized to issue a total of 1000 shares of Common Stock, and the shares shall have no par value.

Article VI - Director's Limited Liability

A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except to the extent the director is found liable for: (1) a breach of the director's duty of loyalty to the Corporation or its shareholders; (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Article VII - Contracts or Transactions with Interested Directors or Officers

This provision applies only to a contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and an entity or other organization in which one or more of the Corporation's directors or officers is a managerial official or has a financial interest.

An otherwise valid contract or transaction is valid notwithstanding that a director or officer of the corporation is present at or participates in the meeting of the board of directors, or of a committee of the board that authorizes the contract or transaction, or votes to authorize the contract or transaction, if: (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed to or known by (a) the corporation's board of directors or a committee of the board of directors and the board of directors or committee in good faith authorizes the contract or transaction by the affirmative vote of the majority of the disinterested directors or committee members, regardless of whether the disinterested directors or committee members constitute a quorum; or (b) the shareholders entitled to vote on the authorization of the contract or transaction, and the contract or transaction is specifically approved in good faith by a vote of the shareholders; or (2) the contract or transaction is fair to the corporation when the contract or transaction is authorized, approved, or ratified by the board of directors, a committee of the board of directors, or the shareholders. Common or interested directors of a corporation may be included in determining the presence of a quorum at a meeting of the corporation's board of directors, or a committee of the board of directors that authorizes the contract or transaction.

Article VIII - Indemnification

To the full extent permitted by the applicable provisions of Title 1, Chapter 8 of the Texas Business Organizations Code and other applicable law, the Corporation shall advance or reimburse expenses to and indemnify any present and former directors, officers, employees, and agents of the Corporation and persons serving or formerly serving at the request of the Corporation as directors, officers, partners, venturers, proprietors, trustees, employees, agents or similar functionaries of another foreign or domestic corporation, employee benefit plan, other enterprise or entity against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrate or investigative, any appeal in such action, suit or

proceeding and any inquiry or investigation that could lead to such an action suit or proceeding, because the person is or was acting in one of the capacities set forth above.

Article IX - Effective Date of Filing

This certificate of formation becomes effective on December 31st, 2008.

Article X - Execution

This document is signed subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Article XI- Organizer

The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
Theresa M. Frierson	3555 Timmons, Suite 1020 Houston, TX. 77027

Date: December 26, 2008



Theresa M. Frierson

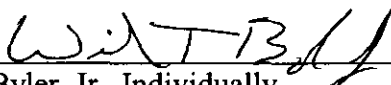
December 15, 2008

Office of the Secretary of State of Texas
Statutory Filings Division
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

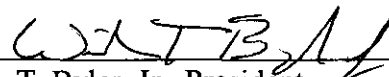
Re: W. T. Byler Co., LP

Gentlemen:

I am the sole shareholder and President of W. T. Byler Co.-GP, Inc. which is the General Partner of W. T. Byler Co., LP. I hereby authorize W. T. Byler Co., Inc., a newly created corporation, to use the name **W. T. Byler Co., Inc.** Further, please be advised that, pursuant to the enclosed Certificate of Merger, W. T. Byler Co., LP will cease to exist after such merger. The undersigned consent to **W. T. Byler Co., Inc.** using such name. Please contact our attorney, Theresa Frierson at (713) 621-7007 should you need additional information or documentation. Thank you for your assistance.


W. T. Byler, Jr., Individually

W. T. Byler Co., LP
By: W. T. Byler Co.-GP, Inc.

By: 
W. T. Byler, Jr., President

W. T. Byler Co.-GP, Inc.

By: 
W. T. Byler, Jr., President

WTB/krt
Enclosure